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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 20, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of January 10, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: GATX Rail Locomotive Group, L.L.C.
4 Embarcadero Center, Suite 2100
San Francisco, CA 94111

Lessee: Butler Mill Service Company
d/b/a Memphis Mill Service, L.L.C.
8800 Dix Avenue
Detroit, MI 49209

Section Chief
January 20, 2011
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A description of the railroad equipment covered by the enclosed document
is:

1 SW1000 locomotive: GMTX 99.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Y Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 29624 FILED

JAN 20 '11 -2 15 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of January 10, 2011

between

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,

as Lessor,

and

BUTLER MILL SERVICE COMPANY d.b.a. MEMPHIS MILL SERVICE, L.L.C.

as Lessee.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 10, 2011, between GATX RAIL LOCOMOTIVE GROUP, L.L.C. ("Lessor"), Four Embarcadero Center, Suite 2100, San Francisco, CA 94111, and BUTLER MILL SERVICE COMPANY d.b.a. MEMPHIS MILL SERVICE, L.L.C. ("Lessee"), 8800 Dix Avenue, Detroit, MI 49209, with reference to the following:

1. Pursuant to that certain Locomotive Lease Agreement dated December 19, 2007, between Lessor and Lessee (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, one SW1000 locomotive with road number GMTX 99 (the "Unit").
2. The Lease is effective as of December 19, 2007 and as of such date the Unit is subject to all terms and conditions of the Lease.
3. In consideration for the rights granted to Lessee under Amendment No. 3 to the Lease and the waiver of certain obligations of Lessee thereunder, the sufficiency of which Lessee hereby acknowledges, Lessee hereby confirms and grants Lessor a first priority security interest in the Unit.
4. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.,
as Lessor

By: 

Name: Eileen Raphael

Title: Vice President, Business Operations

BUTLER MILL SERVICE COMPANY, d.b.a.
MEMPHIS MILL SERVICE, L.L.C.,
as Lessee

By: 

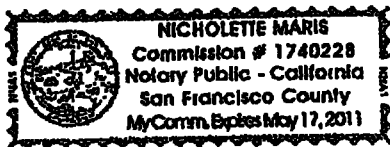
MALCOLM DUNBAR
VICE PRESIDENT PROUREMENT

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On January 10, 2011, before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

Witness my hand and official seal.



Nicholette Maris
Notary Public
My Commission expires: May 17, 2011

STATE OF Michigan

)

) ss.

COUNTY OF Wayne

)

On this 11 day of January, ²⁰¹¹ 2008, before me, Judith A. Jerczewski, the undersigned Notary Public, personally appeared Malcolm Dumbac personally known to me to be the person who executed the within instrument as V.P. Procurement on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Judith A. Jerczewski
Notary Public

My commission expires:

June 8, 2012

JUDITH A. JERCZEWSKI
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Jun 8, 2012
ACTING IN COUNTY OF Wayne

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/20/11



Robert W. Alvord